## **Amendments to the Claims:**

This listing of claims will replace all prior versions, and listings, of claims in the application:

## **Listing of Claims:**

Claim 1. (currently amended) A compound of formula (I) or pharmaceutically acceptable salts thereof:

wherein

R<sup>F1</sup> and R<sup>F2</sup> are independently selected from -CF<sub>3</sub>, -CH<sub>2</sub>CF<sub>3</sub>, -CH<sub>2</sub>CHF<sub>2</sub>, -CHFCF<sub>3</sub>, -CHFCF<sub>3</sub>, -CH<sub>2</sub>CHCI<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>, -CF<sub>2</sub>CH<sub>2</sub>, -CF<sub>2</sub>CH<sub>2</sub>, -CF<sub>2</sub>CH<sub>2</sub>, -CH<sub>2</sub>CCI<sub>3</sub>, -CH<sub>2</sub>CHCI<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>R<sup>F4</sup> and R<sup>F2</sup> are independently electron-withdrawing groups;

Z is selected from O= and S=;

 $R^1$  is selected from  $C_{1-10}$  alkyl;  $C_{1-10}$ alkyl substituted by at least one of halogen, cyano, acetoxymethyl and nitro;  $C_{2-10}$ alkenyl;  $C_{2-10}$ alkenyl substituted by at least one of halogen, cyano, acetoxymethyl and nitro;  $C_{2-10}$ alkynyl;  $C_{2-10}$ alkynyl substituted by at least one of halogen, cyano, acetoxymethyl and nitro;  $R^3R^4N$ - $C_{1-6}$ alkyl;  $R^3R^4NC(=O)$ - $C_{1-6}$ alkyl;  $R^3O$ - $C_{1-6}$  alkyl;  $R^3O$ - $C_{1-6}$ alkyl;  $R^3C(=O)$ - $C_{1-6}$ alkyl;  $R^3C(=O)$ - $C_{1-6}$ alkyl;  $R^3C(=O)$ - $C_{1-6}$ alkyl;  $R^3R^4NSO_2$ - $C_{1-6}$ alkyl;  $R^3CSO_2N(R^4)$ - $C_{1-6}$ alkyl;  $R^3R^4NC(=O)N(R^5)$ - $C_{1-6}$ alkyl;  $R^3R^4NSO_2N(R^5)$ - $C_{1-6}$ alkyl; aryl- $C_{1-6}$ alkyl; aryl- $C_{1-6}$ alkyl; substituted aryl- $C_{1-6}$ alkyl; substituted heterocyclyl- $C_{1-6}$ alkyl; substituted heterocyclyl- $C_{1-6}$ alkyl; substituted heterocyclyl- $C_{1-6}$ alkyl; and  $C_{1-10}$ hydrocarbylamino;

 $R^2$  is selected from  $C_{1-6}$ alkyl, substituted  $C_{1-6}$ alkyl,  $C_{2-6}$ alkenyl, substituted  $C_{2-6}$ alkenyl,  $C_{2-6}$ alkynyl, substituted  $C_{2-6}$ alkynyl,  $C_{3-6}$ cycloalkyl, substituted  $C_{3-6}$ cycloalkyl, aryl, substituted aryl, and  $C_{5-6}$ heteroaryl, and substituted  $C_{5-6}$ heteroaryl;

R<sup>3</sup>, R<sup>4</sup> and R<sup>5</sup> are independently selected from -H, C<sub>1-6</sub>alkyl, C<sub>2-6</sub>alkenyl, C<sub>2-6</sub>alkynyl, and a divalent C<sub>1-6</sub>group that together with another divalent C<sub>1-6</sub>group forms a portion of a ring;

X is selected from  $-NR^6$ -, -C(=O)-,  $-CH_2$ - $CH_2$ -, -CH=CH-, -O-,  $-C(R^6)(R^7)$ -, and  $-S(O)_{n^-}$ , wherein n is 0, 1 or 2, wherein  $R^6$  and  $R^7$  are independently  $C_{1-6}$ alkyl,  $C_{2-6}$ alkenyl,  $C_{2-6}$ alkynyl,  $C_{1-6}$ alkoxy, -OH, or -HX is a  $C_{1-10}$  divalent group that separates groups connected thereto by one or two atoms;

Ar is selected from an arylene; an heteroarylene; an arylene substituted by at least one group selected from  $C_{1-6}$ alkyl, halogen, trifluoromethyl, cyano, nitro, hydroxy and  $C_{1-6}$ alkoxy; and an heteroarylene substituted by at least one group selected from  $C_{1-6}$ alkyl, halogen, trifluoromethyl, cyano, nitro, hydroxy and  $C_{1-6}$ alkoxyAr is a  $C_{4-12}$  divalent aromatic group; and Y is selected from -CH= and -N=.

Claims 2-3. (canceled)

Claim 4. (currently amended) The compound as claimed in claim 1, wherein  $\mathbb{R}^{E1}$  and  $\mathbb{R}^{E2}$  are independently  $\mathbb{C}_{1.6}$  groups that comprise at least 30% fluorine by weight and Z is O=.

Claim 5. (original) The compound as claimed in claim 1, wherein  $R^1$  is selected from  $C_{1-10}$  alkyl;  $C_{1-10}$  alkyl; substituted by at least one of halogen, cyano, acetoxymethyl and nitro;  $C_{2-10}$  alkenyl;  $C_{2-10}$  alkenyl substituted by at least one of halogen, cyano, acetoxymethyl and nitro;  $C_{2-10}$  alkynyl;  $C_{2-10}$  alkynyl substituted by at least one of halogen, cyano, acetoxymethyl and nitro;  $R^3R^4N-C_{1-6}$  alkyl;  $R^3R^4NC(=O)-C_{1-6}$  alkyl;  $R^3O-C_{1-6}$  alkyl;  $R^3O-C_{1-6}$  alkyl;  $R^3C(=O)-C_{1-6}$  alkyl;  $R^3C(=O)-C_{1-6}$  alkyl;  $R^3R^4NSO_2-C_{1-6}$  alkyl;  $R^3CSO_2N(R^4)-C_{1-6}$  alkyl;  $R^3R^4NC(=O)N(R^5)-C_{1-6}$  alkyl;  $R^3R^4NSO_2N(R^5)-C_{1-6}$  alkyl; aryl- $C_{1-6}$  alkyl; aryl- $C_{1-6}$  alkyl; heterocyclyl- $C_{1-6}$  alkyl; substituted aryl- $C_{1-6}$  alkyl; substituted heterocyclyl- $C_{1-6}$  alkyl; and  $C_{1-10}$  hydrocarbylamino;

 $R^2$  is selected from  $C_{1-6}$ alkyl,  $C_{1-6}$ alkyl substituted by at least one fluorine,  $C_{2-6}$ alkenyl,  $C_{2-6}$ alkenyl substituted by at least one fluorine,  $C_{2-6}$ alkynyl,  $C_{2-6}$ alkynyl substituted by at least one fluorine,  $C_{3-6}$ cycloalkyl, substituted  $C_{3-6}$ cycloalkyl, aryl, substituted aryl, and  $C_{5-6}$ heteroaryl, and substituted  $C_{5-6}$ heteroaryl;

R<sup>3</sup>, R<sup>4</sup> and R<sup>5</sup> are independently selected from -H, C<sub>1-6</sub>alkyl, C<sub>2-6</sub>alkenyl, C<sub>2-6</sub>alkynyl, and a divalent C<sub>1-6</sub>group that together with another divalent C<sub>1-6</sub>group forms a portion of a ring; and X is selected from –NR<sup>6</sup>-, -C(=O)-, -CH<sub>2</sub>-CH<sub>2</sub>-, -CH=CH-, -O-, -C(R<sup>6</sup>)(R<sup>7</sup>)-, and -S(O)<sub>n</sub>-, wherein n is 0, 1 or 2, wherein R<sup>6</sup> and R<sup>7</sup> are independently C<sub>1-6</sub>alkyl, C<sub>2-6</sub>alkenyl, C<sub>2-6</sub>alkynyl, C<sub>1-6</sub>alkoxy, -OH, or -H.

Claim 6. (original) A compound according to Claim 1, wherein:

 $R^1$  is selected from  $C_{1-8}$ alkyl;  $C_{2-8}$ alkenyl;  $C_{2-8}$ alkynyl; aryl- $C_{1-6}$ alkyl; aryl- $C_{1-6}$ alkyl with the aryl substituted by at least one group selected from  $C_{1-6}$ alkyl, acetoxymethyl, nitro and halogen;

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 $R^8R^9NC_{1-6}$ alkyl;  $R^8OC_{1-6}$ alkyl; cycloalkyl- $C_{1-6}$ alkyl; heterocycloalkyl- $C_{1-6}$ alkyl; heterocycloalkyl- $C_{1-6}$ alkyl with the heterocylcoalkyl thereof substituted by at least one group selected from  $C_{1-8}$ alkyl, acetoxymethyl, nitro and halogen;  $C_{1-6}$ alkylaryl;  $C_{1-6}$ alkyl-C(=O)-;  $C_{6-8}$ aryl-C(=O)-;  $C_{4-8}$ heteroaryl-C(=O)-; heteroaryl- $C_{1-6}$ alkyl; heteroaryl- $C_{1-6}$ alkyl with the heteroaryl thereof substituted by at least one group selected from  $C_{1-6}$ alkyl, acetoxymethyl, nitro and halogen; and  $R^NC_{1-6}$ alkyl;

R<sup>2</sup> is selected from -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -CH(CH<sub>3</sub>)<sub>2</sub>, C<sub>3-6</sub>cycloalkyl, -CH<sub>2</sub>CF<sub>3</sub>, -CHF<sub>2</sub>, -CF<sub>3</sub> and aryl;

 $R^{N}$  is an oxidized pyridyl wherein the nitrogen atom on the pyridyl ring is in an oxidized state ( $N^{+}$ - $O^{-}$ );

Ar is selected from an arylene; an heteroarylene; an arylene substituted by at least one group selected from  $C_{1-6}$ alkyl, halogen, trifluoromethyl, cyano, nitro, hydroxy and  $C_{1-6}$ alkoxy; and an heteroarylene substituted by at least one group selected from  $C_{1-6}$ alkyl, halogen, trifluoromethyl, cyano, nitro, hydroxy and  $C_{1-6}$ alkoxy; and

R<sup>8</sup> and R<sup>9</sup> are independently selected from -H and C<sub>1-6</sub>alkyl.

Claim 7. (original) The compound according to claim 6,

wherein the arylene is *para*-arylene; and the heteroarylene is selected from six-membered ring *para*-heteroarylene and five-membered ring *meta*-heteroarylene.

Claim 8. (original) A compound according to Claim 1, wherein:

R<sup>1</sup> is selected from ethyl, propyl, allyl, isopentyl, benzyl, dimethylaminoethyl, 4-pyridylmethyl, 2-pyridylmethyl, 1-pyrrolylethyl, cyclopropylmethyl, cyclobutylmethyl, cyclobexylmethyl, 2-pyrrolidylmethyl, 3-pyrrolidylmethyl, N-methyl-2-pyrrolidylmethyl, N-methyl-3-pyrrolidylmethyl, 2-piperidylmethyl, 3-piperidylmethyl, N-methyl-4-piperidylmethyl, N-methyl-2-piperidylmethyl, N-methyl-3-piperidylmethyl, N-methyl-4-piperidylmethyl, 3-thienylmethyl, 2-tetrahydrofuranylmethyl, 3-tetrahydrofuranylmethyl, 2-tetrahydropyranylmethyl, 4-tetrahydropyranylmethyl, (2-nitrothiophene-5-yl)methyl, (1-methyl-1H-imidazole-2-yl)methyl, (5-(acetoxymethyl)-2-furanyl)methyl, (2,3-dihydro-1H-isoindole-1-yl)methyl, and 5-(2-methylthiazolyl);

R<sup>2</sup> is selected from -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>CF<sub>3</sub>, CF<sub>3</sub>, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl and phenyl;

R<sup>F1</sup> and R<sup>F2</sup> are –CH<sub>2</sub>CF<sub>3</sub> and Z is O=;

Ar is selected from a *para*-arylene; a *para*-arylene substituted with  $C_{1-6}$ alkyl, halogen, trifluoromethyl, cyano, nitro, hydroxy and  $C_{1-6}$ alkoxy; a six-membered ring *para*-heteroarylene; and a six-membered ring *para*-heteroarylene substituted with a group selected from  $C_{1-6}$ alkyl, halogen, trifluoromethyl, cyano, nitro, hydroxy and  $C_{1-6}$ alkoxy.

Claim 9. (original) A compound according to Claim 1, wherein:

R<sup>F1</sup> and R<sup>F2</sup> are –CH<sub>2</sub>CF<sub>3</sub>, and Z is O=;

R<sup>2</sup> is -CH<sub>2</sub>CH<sub>3</sub>;

Ar is selected from para-phenylene and para-pyridylene; and

X is selected from -CH<sub>2</sub>- and -CH(CH<sub>3</sub>)-.

Claim 10. (original) A compound according to claim 1, wherein said compound is selected from:

2-[(4-Ethoxyphenyl)methyl]-1-(3-methylbutyl)-*N*,*N*-bis(2,2,2-trifluoroethyl)-1*H*-benzimidazole-5-carboxamide;

1-(Cyclopropylmethyl)-2-[(4-ethoxyphenyl)methyl]-N,N-bis(2,2,2-trifluoroethyl)-1H-benzimidazole-5-carboxamide;

1-(Cyclohexylmethyl)-2-[(4-ethoxyphenyl)methyl]-*N*,*N*-bis(2,2,2-trifluoroethyl)-1*H*-benzimidazole-5-carboxamide;

2-[(4-Ethoxyphenyl)methyl]-1-(2-furanylmethyl)-*N*,*N*-bis(2,2,2-trifluoroethyl)-1*H*-benzimidazole-5-carboxamide;

2-[(4-Ethoxyphenyl)methyl]-1-[(2S)-2-pyrrolidinylmethyl]-*N*,*N*-bis(2,2,2-trifluoroethyl)-1*H*-benzimidazole-5-carboxamide;

2-[(4-Ethoxyphenyl)methyl]-1-[(2*R*)-2-pyrrolidinylmethyl]-*N*,*N*-bis(2,2,2-trifluoroethyl)-1*H*-benzimidazole-5-carboxamide;

2-[(4-ethoxyphenyl)methyl]-1-(4-pyridinylmethyl)-*N*,*N*-bis(2,2,2-trifluoroethyl)-1*H*-benzimidazole-5-carboxamide;

- 2-[1-(4-Ethoxyphenyl)ethyl]-1-(4-pyridinylmethyl)-*N*,*N*-bis(2,2,2-trifluoroethyl)-1*H*-benzimidazole-5-carboxamide:
- 2-[(4-Ethoxyphenyl)methyl]-1-[(tetrahydro-2*H*-pyran-4-yl)methyl]-*N*,*N*-bis(2,2,2-trifluoroethyl)-1*H*-benzimidazole-5-carboxamide;
- 2-[(4-Ethoxyphenyl)methyl]-1-[[(2*R*)-tetrahydro-2-furanyl]methyl]-*N*,*N*-bis(2,2,2-trifluoroethyl)-1*H*-benzimidazole-5-carboxamide:
- 2-[(4-Ethoxyphenyl)methyl]-1-[[(2S)-tetrahydro-2-furanyl]methyl]-*N*,*N*-bis(2,2,2-trifluoroethyl)-1*H*-benzimidazole-5-carboxamide;
- 2-[(4-Ethoxyphenyl)methyl]-1-[(tetrahydro-2*H*-pyran-2-yl)methyl]-*N*,*N*-bis(2,2,2-trifluoroethyl)-1*H*-benzimidazole-5-carboxamide;
- 2-[(4-Ethoxyphenyl)methyl]-1-[(2R)-2-piperidinylmethyl]-*N*,*N*-bis(2,2,2-trifluoroethyl)-1*H*-benzimidazole-5-carboxamide;
- 2-[(5-Ethoxy-2-pyridyl)methyl]-1-[(tetrahydro-2*H*-pyran-4-yl)methyl]-*N*,*N*-bis(2,2,2-trifluoroethyl)-1*H*-benzimidazole-5-carboxamide;
- 2-[(5-Ethoxy-2-pyridinyl)methyl]-1-(3-methylbutyl)-*N*,*N*-bis(2,2,2-trifluoroethyl)-1*H*-benzimidazole-5-carboxamide;
- 2-[(4-Ethoxyphenyl)methyl]-1-[[(2R)-1-methyl-2-pyrrolidinyl]methyl]-N,N-bis(2,2,2-trifluoroethyl)-1H-benzimidazole-5-carboxamide;
- 2-[(4-Ethoxyphenyl)methyl]-1-[[(2R)-1-methyl-2-piperidinyl]methyl]-N,N-bis(2,2,2-trifluoroethyl)-1H-benzimidazole-5-carboxamide;
- 2-[(5-Ethoxy-2-pyridinyl)methyl]-1-[(2*R*)-2-pyrrolidinylmethyl]-*N*,*N*-bis(2,2,2-trifluoroethyl)-1*H*-benzimidazole-5-carboxamide;
- 2-[1-(4-Ethoxyphenyl)ethyl]-1-[(2R)-2-pyrrolidinylmethyl]-N,N-bis(2,2,2-trifluoroethyl)-1H-benzimidazole-5-carboxamide;
- 2-[(5-Ethoxy-2-pyridinyl)methyl]-1-[[(2R)-1-methyl-2-piperidinyl]methyl]-N,N-bis(2,2,2-trifluoroethyl)-1H-benzimidazole-5-carboxamide;

- 2-[(5-Ethoxy-2-pyridinyl)methyl]-1-[[(2R)-1-methyl-2-pyrrolidinyl]methyl]-N,N-bis(2,2,2-trifluoroethyl)-1H-benzimidazole-5-carboxamide;
- 1-(Cyclobutylmethyl)-2-(4-ethoxybenzyl)-*N*,*N*-bis(2,2,2-trifluoroethyl)-1*H*-benzimidazole-5-carboxamide;
- 1-(Cyclobutylmethyl)-2-[(5-ethoxypyridin-2-yl)methyl]-*N*,*N*-bis(2,2,2-trifluoroethyl)-1*H*-benzimidazole-5-carboxamide:
- 1-(Cyclopentylmethyl)-2-[(5-ethoxypyridin-2-yl)methyl]-*N*,*N*-bis(2,2,2-trifluoroethyl)-1*H*-benzimidazole-5-carboxamide;
- 2-(4-Ethoxybenzyl)-1-[(2S)-piperidin-2-ylmethyl]-*N*,*N*-bis(2,2,2-trifluoroethyl)-1*H*-benzimidazole-5-carboxamide;
- 2-[(5-Ethoxypyridin-2-yl)methyl]-1-(3-furylmethyl)-*N*,*N*-bis(2,2,2-trifluoroethyl)-1*H*-benzimidazole-5-carboxamide;
- 2-[(5-Ethoxypyridin-2-yl)methyl]-1-(3-thienylmethyl)-*N*,*N*-bis(2,2,2-trifluoroethyl)-1*H*-benzimidazole-5-carboxamide;
- 1-(Cyclohexylmethyl)-2-[(5-ethoxypyridin-2-yl)methyl]-*N*,*N*-bis(2,2,2-trifluoroethyl)-1*H*-benzimidazole-5-carboxamide;
- 1-(Cyclohexylmethyl)-2-[(5-isopropoxypyridin-2-yl)methyl]-*N*,*N*-bis(2,2,2-trifluoroethyl)-1*H*-benzimidazole-5-carboxamide;
- 2-(4-Ethoxybenzyl)-1-[(4-methylmorpholin-3-yl)methyl]-*N*,*N*-bis(2,2,2-trifluoroethyl)-1*H*-benzimidazole-5-carboxamide;
- 2-[(5-Ethoxypyridin-2-yl)methyl]-1-[(4-methylmorpholin-3-yl)methyl]-*N*,*N*-bis(2,2,2-trifluoroethyl)-1*H*-benzimidazole-5-carboxamide;
- 2-(4-Ethoxybenzyl)-1-{[(2S)-1-methylpiperidin-2-yl]methyl}-*N*,*N*-bis(2,2,2-trifluoroethyl)-1*H*-benzimidazole-5-carboxamide;
- 2-(4-Isopropoxybenzyl)-1-{[(2R)-1-methylpiperidin-2-yl]methyl}-N,N-bis(2,2,2-trifluoroethyl)-1H-benzimidazole-5-carboxamide;

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and pharmaceutically acceptable salts thereof.

Claims 11-14. (canceled)

Claim 15. (previously presented) A pharmaceutical composition comprising a compound according to claim 1 and a pharmaceutically acceptable carrier.

Claim 16. (previously presented) A method for the therapy of pain in a warm-blooded animal, comprising the step of administering to said animal in need of such therapy a therapeutically effective amount of a compound according to claim 1.

Claim 17. (currently amended) A method of producing a compound comprising the step of reacting a compound represented by formula (II) with R<sup>2</sup>OArXCOA:

wherein

R<sup>F1</sup> and R<sup>F2</sup> are independently selected from -CF<sub>3</sub>, -CH<sub>2</sub>CF<sub>3</sub>, -CH<sub>2</sub>CHF<sub>2</sub>, -CHFCF<sub>3</sub>, -CHFCF<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>, -CF<sub>2</sub>CH<sub>2</sub>, -CF<sub>2</sub>CH<sub>2</sub>, -CF<sub>2</sub>CH<sub>2</sub>, -CF<sub>2</sub>CH<sub>2</sub>, -CH<sub>2</sub>CCI<sub>3</sub>, -CH<sub>2</sub>CCI<sub>3</sub>, -CH<sub>2</sub>CHCI<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>CN, -CH<sub>2</sub>CH<sub>2</sub>CN, and -CH<sub>2</sub>CH<sub>2</sub>CCH<sub>3</sub>R<sup>F4</sup> and R<sup>F2</sup> are independently electron-withdrawing groups;

Z is selected from O= and S=;

 $R^1$  is selected from  $C_{1-10}$  alkyl;  $C_{1-10}$ alkyl substituted by at least one of halogen, cyano, acetoxymethyl and nitro;  $C_{2-10}$ alkenyl;  $C_{2-10}$ alkenyl substituted by at least one of halogen, cyano, acetoxymethyl and nitro;  $C_{2-10}$ alkynyl;  $C_{2-10}$ alkynyl substituted by at least one of halogen, cyano, acetoxymethyl and nitro;  $R^3R^4N-C_{1-6}$ alkyl;  $R^3R^4NC(=O)-C_{1-6}$ alkyl;  $R^3O-C_{1-6}$  alkyl;  $R^3O-C_{1-6}$  alkyl;  $R^3C(=O)-C_{1-6}$ alkyl;  $R^3C(=O)NR^3-C_{1-6}$ alkyl;  $R^3R^4NSO_2-C_{1-6}$ alkyl;  $R^3CSO_2N(R^4)-C_{1-6}$ alkyl;  $R^3R^4NC(=O)N(R^5)-C_{1-6}$ alkyl;  $R^3R^4NSO_2N(R^5)-C_{1-6}$ alkyl; aryl- $C_{1-6}$ alkyl; aryl- $C_{1-6}$ alkyl; beterocyclyl- $C_{1-6}$ alkyl; substituted aryl- $C_{1-6}$ alkyl; substituted heterocyclyl- $C_{1-6}$ alkyl; substituted heterocyclyl- $C_{1-6}$ alkyl; substituted heterocyclyl- $C_{1-6}$ alkyl; and  $C_{1-10}$ hydrocarbylamino;

 $R^2$  is selected from  $C_{1-6}$ alkyl, substituted  $C_{1-6}$ alkyl,  $C_{2-6}$ alkenyl, substituted  $C_{2-6}$ alkenyl,  $C_{2-6}$ alkynyl, substituted  $C_{2-6}$ alkynyl,  $C_{3-6}$ cycloalkyl, substituted  $C_{3-6}$ cycloalkyl, aryl, substituted aryl, and  $C_{5-6}$ heteroaryl, and substituted  $C_{5-6}$ heteroaryl;

 $R^3$ ,  $R^4$  and  $R^5$  are independently selected from -H,  $C_{1-6}$ alkyl,  $C_{2-6}$ alkenyl,  $C_{2-6}$ alkynyl, and a divalent  $C_{1-6}$ group that together with another divalent  $C_{1-6}$ group forms a portion of a ring;

X is selected from  $-NR^6$ -, -C(=O)-,  $-CH_2$ - $CH_2$ -, -CH=CH-, -O-,  $-C(R^6)(R^7)$ -, and  $-S(O)_{n^-}$ . wherein n is 0, 1 or 2, wherein  $R^6$  and  $R^7$  are independently  $C_{1-6}$ alkyl,  $C_{2-6}$ alkenyl,  $C_{2-6}$ alkynyl,  $C_{1-6}$ alkoxy, -OH, or -HX is a  $C_{1-10}$ divalent group that separates groups connected thereto by one or two atoms:

A is selected from -OH, -Cl, -Br, and -I;

Ar is selected from an arylene; an heteroarylene; an arylene substituted by at least one group selected from  $C_{1-6}$ alkyl, halogen, trifluoromethyl, cyano, nitro, hydroxy and  $C_{1-6}$ alkoxy; and an heteroarylene substituted by at least one group selected from  $C_{1-6}$ alkyl, halogen, trifluoromethyl, cyano, nitro, hydroxy and  $C_{1-6}$ alkoxyAr is a  $C_{4-12}$  divalent aromatic group; and Y is selected from -CH= and -N=.

Claim 18. (currently amended) A method of producing a compound comprising the step of reacting a compound represented by formula (III) with formaldehyde:

$$\begin{array}{c|c}
R^{F1} & & & \\
N & & & \\
R^{F2} & & & & \\
N & &$$

wherein

r and s are selected from 0, 1 and 2;

R<sup>10</sup> is selected from C<sub>1-6</sub>alkylene, -O-, and -NR<sup>11</sup>-, wherein R<sup>11</sup> is a C<sub>1-6</sub>alkyl;

R<sup>F1</sup> and R<sup>F2</sup> are independently selected from -CF<sub>3</sub>, -CH<sub>2</sub>CF<sub>3</sub>, -CH<sub>2</sub>CHF<sub>2</sub>, -CHFCF<sub>3</sub>, -CHFCF<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>, -CF<sub>2</sub>CH<sub>2</sub>, -CF<sub>2</sub>CH<sub>2</sub>, -CF<sub>2</sub>CH<sub>2</sub>, -CF<sub>2</sub>CH<sub>2</sub>, -CH<sub>2</sub>CCI<sub>3</sub>, -CH<sub>2</sub>CHCI<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>R<sup>F4</sup> and R<sup>F2</sup> are independently electron-withdrawing groups;

X is selected from  $-NR^6$ -, -C(=O)-,  $-CH_2$ - $CH_2$ -, -CH=CH-, -O-,  $-C(R^6)(R^7)$ -, and  $-S(O)_{n-}$ , wherein n is 0, 1 or 2, wherein  $R^6$  and  $R^7$  are independently  $C_{1-6}$ alkyl,  $C_{2-6}$ alkenyl,  $C_{2-6}$ alkynyl,  $C_{1-6}$ alkynyl,  $C_{1-6}$ alkynyl,  $C_{1-6}$ alkynyl,  $C_{1-6}$ alkynyl,  $C_{1-6}$ alkynyl,  $C_{1-6}$ alkynyl,  $C_{2-6}$ Alkynyl,

<sub>6</sub>alkoxy, -OH, or -HX is a C<sub>1-10</sub>divalent group that separates groups connected thereto by one or two atoms;

Ar is selected from an arylene; an heteroarylene; an arylene substituted by at least one group selected from  $C_{1-6}$ alkyl, halogen, trifluoromethyl, cyano, nitro, hydroxy and  $C_{1-6}$ alkoxy; and an heteroarylene substituted by at least one group selected from  $C_{1-6}$ alkyl, halogen, trifluoromethyl, cyano, nitro, hydroxy and  $C_{1-6}$ alkoxyAr is a  $C_{4-12}$ divalent aromatic group;

 $R^2$  is selected from  $C_{1-6}$ alkyl, substituted  $C_{1-6}$ alkyl,  $C_{2-6}$ alkenyl, substituted  $C_{2-6}$ alkenyl,  $C_{2-6}$ alkynyl, substituted  $C_{2-6}$ alkynyl,  $C_{3-6}$ cycloalkyl, substituted  $C_{3-6}$ cycloalkyl, aryl, substituted aryl, and  $C_{5-6}$ heteroaryl, and substituted  $C_{5-6}$ heteroaryl; and

Y is selected from -CH= and -N=.

Claim 19. (previously presented) A pharmaceutical composition comprising a compound according to claim 8 and a pharmaceutically acceptable carrier.

Claim 20. (previously presented) A pharmaceutical composition comprising a compound according to claim 9 and a pharmaceutically acceptable carrier.

Claim 21. (previously presented) A pharmaceutical composition comprising a compound according to claim 10 and a pharmaceutically acceptable carrier.

Claim 22. (previously presented) A method for the therapy of pain in a warm-blooded animal, comprising the step of administering to said animal in need of such therapy a therapeutically effective amount of a compound according to claim 8.

Claim 23. (previously presented) A method for the therapy of pain in a warm-blooded animal, comprising the step of administering to said animal in need of such therapy a therapeutically effective amount of a compound according to claim 9.

Claim 24. (previously presented) A method for the therapy of pain in a warm-blooded animal, comprising the step of administering to said animal in need of such therapy a therapeutically effective amount of a compound according to claim 10.